

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

21654, -A-B-C-D-E

RECORDATION NO. \_\_\_\_\_ FILED

SEP 18 '98

3:56 PM  
OF COUNSEL  
URBAN A. LESTER

September 18, 1998

*Del.*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: METRA 1998-NL-C

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies each of a Memorandum of Lease Agreement (1998-NL-C), dated September 18, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and the following secondary documents related thereto: Lease Supplement (1998-NL-C), Sublease Agreement (1998-NL-C), Sublease Supplement (1998-NL-C), Loan and Security Agreement (1998-NL-C) and Equipment Pledge Agreement, all dated September 18, 1998.

The names and addresses of the parties of the enclosed documents are:

Memoranda of Lease Agreement

and

A → Lease Supplement

Head Lessor: Commuter Rail Division of the Regional  
Transportation Authority  
547 West Jackson Blvd., 2<sup>nd</sup> Floor  
Chicago, Illinois 60611

Head Lessee: METRA 1998-NL-C Trust  
c/o Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Mr. Vernon A. Williams  
September 18, 1998  
Page 2

Memoranda of Sublease Agreement  
and  
Sublease Supplement

Sublessor: METRA 1998-NL-C Trust  
c/o Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Sublessee: Commuter Rail Division of the Regional  
Transportation Authority  
547 West Jackson Blvd., 2<sup>nd</sup> Floor  
Chicago, Illinois 60611

Memorandum of Loan and Security Agreement

Borrower: METRA 1998-NL-C  
c/o Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lender: AIG-FP (Cayman) Limited  
PO Box 309  
Grand Cayman, Cayman Island B.W.I.

Memorandum of Equipment Pledge Agreement

Pledgor: Commuter Rail Division of the Regional  
Transportation Authority  
547 West Jackson Blvd., 2<sup>nd</sup> Floor  
Chicago, Illinois 60611

Pledgee: METRA 1998-NL-C  
c/o Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Mr. Vernon A. Williams  
September 18, 1998  
Page 3

Also enclosed is a check in the amount of \$156.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

Items of Equipment

<u>Description</u>	<u>Car Number</u>	<u>Equipment Value</u>
Gallery Cab Car	8401	\$1,741,336.00
Gallery Cab Car	8402	\$1,741,336.00
Gallery Cab Car	8403	\$1,741,336.00
Gallery Cab Car	8404	\$1,741,336.00
Gallery Cab Car	8405	\$1,741,336.00
Gallery Cab Car	8406	\$1,741,336.00
Gallery Cab Car	8407	\$1,741,336.00
Gallery Cab Car	8408	\$1,741,336.00
Gallery Cab Car	8409	\$1,741,336.00
Gallery Cab Car	8410	\$1,741,336.00
Gallery Cab Car	8411	\$1,741,336.00
Gallery Cab Car	8412	\$1,741,336.00
Gallery Cab Car	8413	\$1,741,336.00
Gallery Cab Car	8414	\$1,741,336.00
Gallery Cab Car	8415	\$1,741,336.00
Gallery Cab Car	8416	\$1,741,336.00
Gallery Cab Car	8417	\$1,741,336.00
Gallery Cab Car	8418	\$1,741,336.00
Gallery Cab Car	8419	\$1,741,336.00
Gallery Cab Car	8420	\$1,741,336.00
Gallery Cab Car	8421	\$1,741,336.00
Gallery Cab Car	8422	\$1,741,336.00
Gallery Cab Car	8423	\$1,741,336.00
Gallery Cab Car	8424	\$1,741,336.00
Gallery Cab Car	8425	\$1,741,336.00
Gallery Cab Car	8426	\$1,741,336.00
Gallery Cab Car	8427	\$1,741,336.00
Gallery Cab Car	8428	\$1,741,336.00
Gallery Cab Car	8429	\$1,741,336.00
Gallery Cab Car	8430	\$1,741,336.00
Gallery Cab Car	8431	\$1,741,336.00
Gallery Cab Car	8432	\$1,741,336.00
Gallery Cab Car	8433	\$1,741,336.00
Gallery Cab Car	8434	\$1,741,336.00
Gallery Cab Car	8435	\$1,741,336.00
Gallery Cab Car	8436	\$1,741,336.00
Gallery Cab Car	8437	\$1,741,336.00
Gallery Cab Car	8438	\$1,741,336.00
Gallery Cab Car	8439	\$1,741,336.00
Gallery Cab Car	8440	\$1,741,336.00
Gallery Cab Car	8441	\$1,741,336.00
Gallery Cab Car	8442	\$1,741,336.00
Gallery Cab Car	8443	\$1,741,336.00

21654-A  
RECORDATION NO. \_\_\_\_\_ FILED  
SEP 18 '98 3-56PM

## **MEMORANDUM OF LEASE SUPPLEMENT (1998-NL-C)**

Memorandum of Lease Supplement (1998-NL-C), made and entered into on September 18, 1998 by and between Commuter Rail Division of the Regional Transportation Authority ("Head Lessor") and METRA 1998-NL-C Trust ("Head Lessee").

### **WITNESSETH:**

The undersigned have entered into that certain Lease Supplement (1998-NL-C), dated as of September 18, 1998, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Lessor and Lessee hereto have each caused this Memorandum of Lease Supplement to be duly executed as of the date and year first above written.

LESSOR:

METRA 1998-NL-C TRUST, by and through  
Wilmington Trust Company, not in its individual  
capacity, but solely as Trustee

By: \_\_\_\_\_

Name:

Title: **W. CHRIS SPONENBERG**  
**ASSISTANT VICE PRESIDENT**

LESSEE:

COMMUTER RAIL DIVISION OF THE  
REGIONAL TRANSPORTATION AUTHORITY

By: \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, the Lessor and Lessee hereto have each caused this Memorandum of Lease Supplement to be duly executed as of the date and year first above written.

LESSOR:

METRA 1998-NL-C TRUST, by and through  
Wilmington Trust Company, not in its individual  
capacity, but solely as Trustee

By: \_\_\_\_\_

Name:

Title:

LESSEE:

COMMUTER RAIL DIVISION OF THE  
REGIONAL TRANSPORTATION AUTHORITY

By:  \_\_\_\_\_

Name:

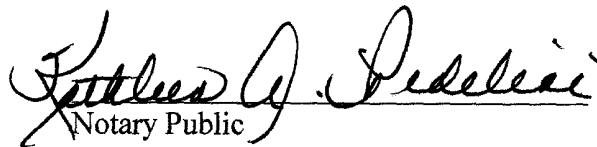
Title:

~~Delaware~~  
STATE OF ~~NEW YORK~~ §  
~~New Castle~~  
COUNTY OF ~~NEW YORK~~ §

BEFORE ME, the undersigned notary public, on this day personally appeared  
**W. CHRIS SPONENBERG** of Wilmington Trust Company, not in its individual capacity, but solely  
as trustee of METRA 1998-NL-C Trust, a statutory business trust established under the laws of  
the State of Delaware, known to me (or proved to me by presentation of such individual's  
driver's license) to be the person whose name is subscribed to the foregoing instrument, and  
acknowledged to me that he executed the same for the purposes and consideration therein  
expressed as the act and deed of Wilmington Trust Company, not in its individual capacity, but  
solely as trustee of METRA 1998-NL-C.

GIVEN under my hand and seal of office this 17<sup>th</sup> day of September, 1998.

(SEAL)

  
Notary Public

KATHLEEN A. PEDELINI  
NOTARY PUBLIC  
My Commission expires October 31, 1998

STATE OF \_\_\_\_\_ §  
COUNTY OF \_\_\_\_\_ §

BEFORE ME, the undersigned notary public, on this day personally appeared  
\_\_\_\_\_ of Commuter Rail Division of The Regional Transportation Authority,  
known to me (or proved to me by presentation of such individual's driver's license) to be the  
person whose name is subscribed to the foregoing instrument, and acknowledged to me that he  
executed the same for the purposes and consideration therein expressed as the act and deed of  
Commuter Rail Division of The Regional Transportation Authority.

GIVEN under my hand and seal of office this \_\_\_\_\_ day of September, 1998.

(SEAL)

\_\_\_\_\_  
Notary Public



STATE OF NEW YORK §

COUNTY OF NEW YORK §

BEFORE ME, the undersigned notary public, on this day personally appeared \_\_\_\_\_ of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-NL-C Trust, a statutory business trust established under the laws of the State of Delaware, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Wilmington Trust Company, not in its individual capacity, but solely as trustee of METRA 1998-NL-C.

GIVEN under my hand and seal of office this \_\_\_\_\_ day of September, 1998.

(SEAL)

\_\_\_\_\_  
Notary Public

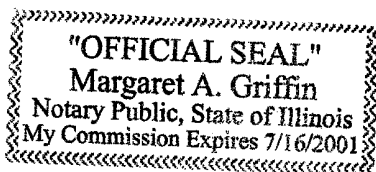
STATE OF ILLINOIS §

COUNTY OF COOK §

BEFORE ME, the undersigned notary public, on this day personally appeared Philip A. Papano of Commuter Rail Division of The Regional Transportation Authority, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of Commuter Rail Division of The Regional Transportation Authority.

GIVEN under my hand and seal of office this 10th day of September, 1998.

(SEAL)



Margaret A. Griffin  
Notary Public

**Items of Equipment**

<b><u>Description</u></b>	<b><u>Car Number</u></b>	<b><u>Equipment Value</u></b>
Gallery Cab Car	8401	\$1,741,336.00
Gallery Cab Car	8402	\$1,741,336.00
Gallery Cab Car	8403	\$1,741,336.00
Gallery Cab Car	8404	\$1,741,336.00
Gallery Cab Car	8405	\$1,741,336.00
Gallery Cab Car	8406	\$1,741,336.00
Gallery Cab Car	8407	\$1,741,336.00
Gallery Cab Car	8408	\$1,741,336.00
Gallery Cab Car	8409	\$1,741,336.00
Gallery Cab Car	8410	\$1,741,336.00
Gallery Cab Car	8411	\$1,741,336.00
Gallery Cab Car	8412	\$1,741,336.00
Gallery Cab Car	8413	\$1,741,336.00
Gallery Cab Car	8414	\$1,741,336.00
Gallery Cab Car	8415	\$1,741,336.00
Gallery Cab Car	8416	\$1,741,336.00
Gallery Cab Car	8417	\$1,741,336.00
Gallery Cab Car	8418	\$1,741,336.00
Gallery Cab Car	8419	\$1,741,336.00
Gallery Cab Car	8420	\$1,741,336.00
Gallery Cab Car	8421	\$1,741,336.00
Gallery Cab Car	8422	\$1,741,336.00
Gallery Cab Car	8423	\$1,741,336.00
Gallery Cab Car	8424	\$1,741,336.00
Gallery Cab Car	8425	\$1,741,336.00
Gallery Cab Car	8426	\$1,741,336.00
Gallery Cab Car	8427	\$1,741,336.00
Gallery Cab Car	8428	\$1,741,336.00
Gallery Cab Car	8429	\$1,741,336.00
Gallery Cab Car	8430	\$1,741,336.00
Gallery Cab Car	8431	\$1,741,336.00
Gallery Cab Car	8432	\$1,741,336.00
Gallery Cab Car	8433	\$1,741,336.00
Gallery Cab Car	8434	\$1,741,336.00
Gallery Cab Car	8435	\$1,741,336.00
Gallery Cab Car	8436	\$1,741,336.00
Gallery Cab Car	8437	\$1,741,336.00
Gallery Cab Car	8438	\$1,741,336.00
Gallery Cab Car	8439	\$1,741,336.00
Gallery Cab Car	8440	\$1,741,336.00
Gallery Cab Car	8441	\$1,741,336.00
Gallery Cab Car	8442	\$1,741,336.00
Gallery Cab Car	8443	\$1,741,336.00